

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF NEW YORK

KEYBANK NATIONAL ASSOCIATION,

Plaintiff,

-against-

MONOLITH SOLAR ASSOCIATES LLC, et al.,

Defendants.

Case No. 1:19-CV-1562-  
DNH-ATB

**ORDER (i) AUTHORIZING AUCTION SALE OF ASSETS FREE AND CLEAR  
OF LIENS AND ENCUMBRANCES; (ii) APPROVING STALKING BID; AND (iii)  
APPROVING BIDDING PROCEDURES**

UPON the Motion of Daniel Scouler, the Court appointed Receiver herein, dated October 1, 2021 (“**Motion**”)<sup>1</sup> seeking an Order approving the auction sale of certain Receivership Property, consisting of certain solar photovoltaic generation facilities, free and clear of all liens and encumbrances, pursuant to the terms of the Motion and this Order; and it appearing that the auction sale is authorized under ¶ 17 of this Court’s Order of Appointment dated December 20, 2019 [Dkt. No. 7] as modified [Dkt. Nos. 30, 96], subject to Court approval, and that the proceeds of sale would benefit the Receivership Estate; the Court finds as follows:

A. The Court has authority to approve the Receiver’s sale of the subject properties, pursuant to the Court’s broad powers in equity to supervise the Receivership;

B. Proper and sufficient notice of the Motion has been provided. No other or further notice is required, and a reasonable opportunity to object or be heard regarding the relief requested in the Motion and the transactions pursuant thereto has been afforded to all interested persons and entities entitled to notice of the Motion. Objections, if any, to the Motion have been withdrawn or

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<sup>1</sup> Capitalized terms not otherwise defined herein have the meanings ascribed thereto in the Motion.

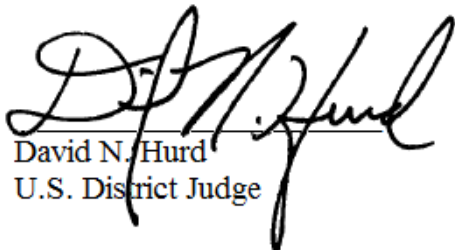
resolved and, to the extent not withdrawn or resolved, are hereby overruled; and

C. Approval of the sale free and clear of liens and encumbrances is necessary in order to facilitate the Receiver's sale of assets and will not prejudice any party with an interest in the subject assets in that each entity with a lien or encumbrance upon the subject assets has consented to the Sale or did not object to the Motion and is deemed to have consented to the Sale.

**NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

1. The Motion is granted.
2. Sunlight General's Stalking Horse Bid is approved.
3. The Bidding Procedures attached to the Motion are approved.
4. Any remaining objections to the Motion or the relief requested therein that have not been withdrawn, waived, or settled are overruled in all respects and denied.
5. The Receiver is authorized, but not obligated, to execute the APA submitted with the Motion, and to take all actions he reasonably deems necessary to consummate the auction sale, free and clear of all liens and encumbrances as set forth above, subject to further application to the Court for final approval of the Successful Bid in the event one or more Competing Bids are received at the auction sale.
6. This Order is subject to, and without waiver of, the Receiver's right to seek Court approval of a surcharge or similar relief against Pacific Mercantile Bank for an allocation of Receivership expenses in the event the Receiver and Pacific Mercantile Bank are unable to reach agreement thereon.

Dated: November 1, 2021

  
David N. Hurd  
U.S. District Judge